

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

MARC SPITZER, Chairman  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON  
KRISTIN K. MAYES

In the matter of )

DOCKET NO. S-03554A-04-0000

MULTIMEDIA TECHNOLOGY VENTURES, )  
LTD., a Nevada limited partnership, AKA MMTV, )  
LTD. )

DECISION NO. 67221

30872 S. Coast Highway, Suite 191 )  
Laguna Beach, CA 92651 )

BILTMORE GROUP, INC., a Nevada corporation )  
30872 S. Coast Highway, Suite 191 )  
Laguna Beach, CA 92651 )

**ORDER TO CEASE AND DESIST,  
ORDER FOR ADMINISTRATIVE  
PENALTIES, AND CONSENT TO  
SAME**

GLOBAL TREK XPLORATION CORP., a )  
California corporation )  
117 W 9<sup>th</sup> St., Suite 1214 )  
Los Angeles, CA 90015 )

**BY: MULTIMEDIA TECHNOLOGY  
VENTURES, LTD., BILTMORE  
GROUP, INC., GRAHAM INCH, C.  
RONALD PAXSON, and CHRIS  
CORBETT**

CHRIS CORBETT )  
30872 S. Coast Highway, Suite 191 )  
Laguna Beach, CA 92651 )

GRAHAM INCH )  
30872 S. Coast Highway, Suite 191 )  
Laguna Beach, CA 92651. )

C. RONALD PAXSON )  
30872 S. Coast Highway, Suite 191 )  
Laguna Beach, CA 92651 )

Respondents. )

MULTIMEDIA TECHNOLOGY VENTURES, INC., a Nevada limited partnership, AKA  
MMTV, LTD., BILTMORE GROUP, INC., GRAHAM INCH, CHRIS CORBETT, and C.  
RONALD PAXSON, elect to permanently waive their right to a hearing and appeal under Articles

11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801, *et seq.* (“Securities Act”) with respect to this Order To Cease And Desist, Order for Administrative Penalties, and Consent to Same (“Order”). RESPONDENTS admit the jurisdiction of the Arizona Corporation Commission (“Commission”); neither admit nor deny the Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this Order by the Commission.

**I.**

**FINDINGS OF FACT**

1. MULTI MEDIA TECHNOLOGY VENTURES, LTD. aka MMTV, LTD. (“MMTV”) is a Nevada limited partnership whose last known business address is 30872 S. Coast Highway, Suite 191, Laguna Beach, CA 92651.

2. BILTMORE GROUP, INC. (“BILTMORE GROUP”) is a Nevada corporation whose last known business address is 30872 S. Coast Highway, Suite 191, Laguna Beach, CA 92651. The BILTMORE GROUP is the managing general partner of MMTV.

3. GLOBAL TREK XPLOATION CORPORATION is a California corporation aka GTX or Gtxc.biz (“GTX”) whose last known business address is 117 W. 9<sup>th</sup> St., Suite 1214, Los Angeles, CA 90015.

4. CHRIS CORBETT (“CORBETT”) is an individual whose last known business address is 30872 S. Coast Highway, Suite 191, Laguna Beach, CA 92651.

5. CORBETT represents himself as the Vice President, Business Development of MMTV and representative of GTX.

6. GRAHAM INCH (“INCH”) is an individual whose last known business address is 30872 S. Coast Highway, Suite 191, Laguna Beach, CA 92651.

7. INCH represents himself as an agent of GTX and of MMTV.

8. C. RONALD PAXSON aka CHARLES R. PAXSON (“PAXSON”) is an individual whose last known business address is 30872 S. Coast Highway, Suite 191, Laguna Beach, CA 92651.

1           9. PAXSON represents himself as President of BILTMORE GROUP.

2           10. MMTV, BILTMORE GROUP, INCH, CORBETT and PAXSON may be collectively  
3 referred to as "RESPONDENTS."

4           11. Since at least April 1, 2003, RESPONDENTS have been directly or indirectly engaged in  
5 the offer and sale of securities to the general public in Arizona in the form of investment contracts as  
6 defined by A.R.S. § 44-1801(25).

7           12. Arizona offerees are being solicited through the use of unsolicited telephone calls ("cold  
8 calls") from MMTV representatives and through the use of its web-site, [www.mmtvltld.com](http://www.mmtvltld.com),  
9 ("Web-site") to invest in MMTV.

10           13. Information contained on the Web-site indicates that MMTV, *"a venture capital firm,*  
11 *assists in making opportunities materialize for privately held companies. Multi Media targets*  
12 *companies in early stage, high growth, information technology, Internet infrastructure,*  
13 *telecommunications, wireless, convergence, and other technology related opportunities"* (emphasis  
14 added). The Web-site directs potential investors to browse the Web-site for "revolutionary  
15 technology products" (i.e., "Technology Profile List") or contact the company directly for  
16 investment information. The Technology Profile List contains a brief description about a particular  
17 business and its new technology idea. With the exception of the foregoing, the Web-site does not  
18 provide any other information to offerees about the business of MMTV, the businesses on the  
19 Technology Profile List, their respective principals involved, and the offering itself (i.e., the limited  
20 partnership interest in MMTV). As such, the offerings and general dissemination of information  
21 on the Web-site does not comply with the mandates of A.A.C. R14-4-142 and A.A.C. R14-4-143.

22           14. The Web Site does not contain any statements (a) that securities are not being offered to  
23 persons in Arizona , or (b) which identifies the specific states, other than Arizona, the securities are  
24 being offered. As a result, the exemption from the registration requirements of A.R.S. §§ 44-1841  
25 and 44-1842 provided under A.C.C. R14-4-142 was not available to the Respondents.

26

1           15. Arizona offerees receiving cold-calls from CORBETT are advised about an investment  
2 opportunity involving GTX and its new product, described as a global tracking system which could  
3 be utilized to locate lost or abducted children, elderly lost or confused people, pets, or in other  
4 situations wherein one may be placed in a vulnerable position (e.g., outdoor hikes) (the “GPS”).  
5 Pursuant to the marketing pitch, the GPS device could be placed or installed in bracelets, necklaces  
6 or shoes.

7           16. In response to any interest in GTX, MMTV representatives provide a package of  
8 documents contained in a two-pocket file folder (the “MMTV Investment Package”). The  
9 documents included in the MMTV Investment Package are (i) a GTX (a) “Confidential Business  
10 Plan,” (b) “Business & Investment Overview,” (c) marketing information, (d) financial projection,  
11 and (e) testimonials and management profiles (collectively, the “GTX Investment Materials”) and  
12 (ii) an Exhibit “C” entitled MMTV “Subscription Agreement and Suitability Questionnaire”  
13 (“MMTV Subscription Agreement”). Although the introductory paragraph of the MMTV  
14 Subscription Agreement refers to and, further, states that the “*Subscriber hereby acknowledges*  
15 *having received, read and understood in its entirety*” the contents of a “*Confidential Offering*  
16 *Memorandum dated September 15, 2002* ( “*Memorandum*”) and the Exhibits thereto including the  
17 *Limited Partnership Agreement* ( “*Limited Partnership Agreement*”),” (emphasis added) no such  
18 documents are included in the MMTV Investment Package.

19           17. Pursuant to the terms of the MMTV Subscription Agreement (the “MMTV Investment  
20 Opportunity”), investors are required to invest a minimum of Ten Thousand and 00/100 Dollars  
21 (\$10,000.00) per unit (i.e., single limited partnership interest) (“Unit”) to participate in the  
22 program, but they may invest in excess of one unit. The total amount of Units being offered, the  
23 total amount of capital sought to be raised by MMTV, and the purpose and use of the investor  
24 funds are not disclosed. Investors are advised to complete the MMTV Subscription Agreement and  
25 forward all funds to MMTV.

1 18. Although GTX Investment Materials are distributed to prospective investors by MMTV  
2 representatives, potential investors are not apprised as to the financial condition of MMTV, are not  
3 informed as to the uses of the MMTV investment funds, are not afforded background information  
4 regarding the principals of MMTV, and are not afforded financial statements reflecting the degree  
5 of solvency MMTV.

6 19. On or about March 1, 2004, BILTMORE GROUP, on behalf of MMTV, filed a *Form*  
7 *D, Notice of Sale of Securities Pursuant to Regulation D, Section 4(6) and/or Uniform Limited*  
8 *Offering Exemption* (the "Form D") with the Securities Division<sup>1</sup> pursuant to A.C.C. R14-4-140  
9 ("Rule 140") (i.e., limited offerings and sales not exceeding \$1 million exclusively to accredited  
10 investors). The Form D stated that the filing was under federal Rule 504.

11 20. However, the exemption from the registration requirements of A.R.S. §§ 44-1841 and  
12 44-1842 provided under Rule 140 was not available to the Respondents because (a) the filing of the  
13 Form D took place later than 15 days after the first sale within or from Arizona and (b) in  
14 contacting Arizona residents by telephone, CORBETT did not engage in sufficient inquiry to have  
15 a reasonable belief that the prospective purchaser to be solicited is an accredited investor.

16 21. There is one known Arizona accredited investor in MMTV.

## 17 **II.**

### 18 **CONCLUSIONS OF LAW**

19 1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona  
20 Constitution and the Securities Act.

21 2. RESPONDENTS offered or sold securities within or from Arizona, within the meaning  
22 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

23 3. RESPONDENTS violated A.R.S. § 44-1841 by offering or selling securities that were  
24 neither registered nor exempt from registration.

25  
26 <sup>1</sup> Issuers must file a copy of Form D within 15 calendar days after the first sale within or from Arizona, a consent to  
service of process, a copy of the general announcement of the offering, and the filing fee. A.C.C. R14-4-140(L)

6. RESPONDENTS violated A.R.S. § 44-1842 by offering or selling securities while  
neither registered as dealers or salesmen nor exempt from registration.

14 8. RESPONDENTS' conduct is grounds for administrative penalties under A.R.S. § 44-  
15 2036.

## ORDER

IT IS ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS, MMTV, BILTMORE GROUP, C. RONALD PAXSON aka CHARLES R. PAXSON, CHRIS CORBETT, and GRAHAM INCH, including their agents, employees, successors and assigns, permanently cease and desist from violating the Securities Act.

Decision No. 67221

CORBETT, and GRAHAM INCH, including their agents, employees, successors and assigns, take corrective measures necessary to fully comply with the mandates of A.C.C. R14-4-142 with regard to all of their securities offerings on the Internet and the mandates of A.C.C. R14-4-143 with regard to their general dissemination of information on the Internet on the date of this Order.

IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that RESPONDENTS, MMTV, BILTMORE GROUP, C. RONALD PAXSON aka CHARLES R. PAXSON, CHRIS CORBETT, and GRAHAM INCH, shall, jointly and severally, pay an administrative penalty in the amount of Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00), payable to the "State of Arizona." Payment shall be made in full by cashier's check or money order on the date of this Order.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

/s/ Marc Spitzer

CHAIRMAN

/s/ William A. Mundell

COMMISSIONER

/s/ Jeff Hatch-Miller

COMMISSIONER

/s/ Mike Gleason

COMMISSIONER

/s/ Kristin K. Mayes

COMMISSIONER

IN WITNESS WHEREOF, I, BRIAN C. McNEIL, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 24th day of August, 2004

/s/ Brian C. McNeil

BRIAN C. McNEIL

Executive Secretary

DISSENT

This document is available in alternative formats by contacting Yvonne L. McFarlin, Executive Assistant to the Executive Secretary, voice phone number 602-542-3931, E-mail [ymcfarlin@cc.state.az.us](mailto:ymcfarlin@cc.state.az.us).  
(jc)

**CONSENT TO ENTRY OF ORDER**

1. RESPONDENT MULTIMEDIA TECHNOLOGY VENTURES, LTD., a Nevada limited partnership, AKA MMTV, LTD. ("MMTV") admits the jurisdiction of the Commission over the subject matter of this proceeding. MMTV acknowledges that it has been fully advised of its right to a hearing to present evidence and call witnesses and MMTV knowingly and voluntarily waives any and all rights to a hearing before the Commission and all other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. MMTV acknowledges that this Order to Cease and Desist, Order for Administrative Penalties, and Consent to Same ("Order") constitutes a valid final order of the Commission.

2. MMTV knowingly and voluntarily waives any right it may have under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

3. MMTV acknowledges and agrees that this Order is entered into freely and voluntarily and that no promise was made or coercion used to induce such entry.

4. MMTV acknowledges that it has been represented by counsel in this matter, it has reviewed this Order with its attorney and understands all terms it contains.

5. MMTV neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order. MMTV agrees that it shall not challenge their validity in any present or future administrative proceeding before the Commission or any other state agency concerning the denial or issuance of any license or registration required by the State to engage in the practice of any business or profession.

6. By consenting to the entry of this Order, MMTV agrees not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or to create the impression that this Order is without



1 factual basis. MMTV will undertake steps necessary to assure that all of its agents and employees  
2 understand and comply with this agreement.

3 7. While this Order settles this administrative matter between MMTV and the  
4 Commission, MMTV understands that this Order does not preclude the Commission from  
5 instituting other administrative proceedings based on violations that are not addressed by this  
6 Order.

7 8. MMTV understands that this Order does not preclude the Commission from referring  
8 this matter to any governmental agency for administrative, civil, or criminal proceedings that may  
9 be related to the matters addressed by this Order.

10 9. MMTV understands that this Order does not preclude any other agency or officer of the  
11 state of Arizona or its subdivisions from instituting administrative, civil or criminal proceedings  
12 that may be related to matters addressed by this Order.

13 10. MMTV agrees that it will not apply to the state of Arizona for registration as a  
14 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
15 representative until such time as all penalties under this Order are paid in full

16 11. MMTV agrees that until penalties are paid in full, MMTV will notify the Director of  
17 the Securities Division within 30 days of any change in business address or any change in  
18 MMTV's ability to pay amounts due under this Order.

19 12. MMTV understands that default shall render it liable to the Commission for its costs of  
20 collection and interest at the greater of the maximum legal rate or ten percent (10%).

21 13. MMTV agrees that it will continue to cooperate with the Securities Division including,  
22 but not limited to, providing complete and accurate testimony at any hearing in this matter and  
23 cooperating with the state of Arizona in any related investigation or any other matters arising from  
24 the activities described in this Order.

MULTIMEDIA TECHNOLOGY  
VENTURES, LTD., a Nevada limited  
partnership, AKA MMTV, LTD.

/s/ C. Ronald Paxson

SUBSCRIBED AND SWORN TO BEFORE me this 29th day of July, 2004.

/s/ Alexandra Alavi

My Commission Expires:

June 9, 2005

**CONSENT TO ENTRY OF ORDER**

1  
2  
3 1. RESPONDENT BILTMORE GROUP, INC., a Nevada corporation ("BILTMORE  
4 GROUP") admits the jurisdiction of the Commission over the subject matter of this proceeding.  
5 MMTV acknowledges that it has been fully advised of its right to a hearing to present evidence  
6 and call witnesses and BILTMORE GROUP knowingly and voluntarily waives any and all rights  
7 to a hearing before the Commission and all other rights otherwise available under Article 11 of the  
8 Securities Act and Title 14 of the Arizona Administrative Code. BILTMORE GROUP  
9 acknowledges that this Order to Cease and Desist, Order for Administrative Penalties, and Consent  
10 to Same ("Order") constitutes a valid final order of the Commission.

11 2. BILTMORE GROUP knowingly and voluntarily waives any right it may have under  
12 Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or  
13 extraordinary relief resulting from the entry of this Order.

14 3. BILTMORE GROUP acknowledges and agrees that this Order is entered into freely  
15 and voluntarily and that no promise was made or coercion used to induce such entry.

16 4. BILTMORE GROUP acknowledges that it has been represented by counsel in this  
17 matter, it has reviewed this Order with its attorney and understands all terms it contains.

18 5. BILTMORE GROUP neither admits nor denies the Findings of Fact and Conclusions  
19 of Law contained in this Order. BILTMORE GROUP agrees that it shall not challenge their  
20 validity in any present or future administrative proceeding before the Commission or any other  
21 state agency concerning the denial or issuance of any license or registration required by the State  
22 to engage in the practice of any business or profession.

23 6. By consenting to the entry of this Order, BILTMORE GROUP agrees not to take any  
24 action or to make, or permit to be made, any public statement denying, directly or indirectly, any  
25 Finding of Fact or Conclusion of Law in this Order or to create the impression that this Order is  
26

1 without factual basis. BILTMORE GROUP will undertake steps necessary to assure that all of its  
2 agents and employees understand and comply with this agreement.

3 7. While this Order settles this administrative matter between BILTMORE GROUP and  
4 the Commission, BILTMORE GROUP understands that this Order does not preclude the  
5 Commission from instituting other administrative proceedings based on violations that are not  
6 addressed by this Order.

7 8. BILTMORE GROUP understands that this Order does not preclude the Commission  
8 from referring this matter to any governmental agency for administrative, civil, or criminal  
9 proceedings that may be related to the matters addressed by this Order.

10 9. BILTMORE GROUP understands that this Order does not preclude any other agency  
11 or officer of the state of Arizona or its subdivisions from instituting administrative, civil or  
12 criminal proceedings that may be related to matters addressed by this Order.

13 10. BILTMORE GROUP agrees that it will not apply to the state of Arizona for  
14 registration as a securities dealer or salesman or for licensure as an investment adviser or  
15 investment adviser representative until such time as all penalties under this Order are paid in full

16 11. BILTMORE GROUP agrees that until penalties are paid in full, BILTMORE GROUP  
17 will notify the Director of the Securities Division within 30 days of any change in business address  
18 or any change in BILTMORE GROUP's ability to pay amounts due under this Order.

19 12. BILTMORE GROUP understands that default shall render it liable to the Commission  
20 for its costs of collection and interest at the greater of the maximum legal rate or ten percent  
21 (10%).

22 13. BILTMORE GROUP agrees that it will continue to cooperate with the Securities  
23 Division including, but not limited to, providing complete and accurate testimony at any hearing in  
24 this matter and cooperating with the state of Arizona in any related investigation or any other  
25 matters arising from the activities described in this Order.

26

1           14. BILTMORE GROUP consents to the entry of this Order and agrees to be fully bound  
2 by its terms and conditions. If BILTMORE GROUP breaches any provision of this Order, the  
3 Commission may vacate this Order and restore this case to its active docket.

4  
5   BILMTORE GROUP, INC., a Nevada  
corporation

6   /s/ C. Ronald Paxson  
7 By:   C. Ronald Paxson aka Charles R.  
Paxson, President

8  
9 SUBSCRIBED AND SWORN TO BEFORE me this 29 day of July, 2004.

10  
11   /s/ Alexandra Alavi  
12 NOTARY PUBLIC

13 My Commission Expires:  
14 June 9, 2005

**CONSENT TO ENTRY OF ORDER**

1. C. RONALD PAXSON aka CHARLES R. PAXSON ("PAXSON") admits the jurisdiction of the Commission over the subject matter of this proceeding. PAXSON acknowledges that he has been fully advised of his right to a hearing to present evidence and call witnesses and PAXSON knowingly and voluntarily waives any and all rights to a hearing before the Commission and all other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. PAXSON acknowledges that this Order to Cease and Desist, Order for Administrative Penalties and Consent to Same ("Order") constitutes a valid final order of the Commission.

2. PAXSON knowingly and voluntarily waives any right he may have under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

3. PAXSON acknowledges and agrees that this Order is entered into freely and voluntarily and that no promise was made or coercion used to induce such entry.

4. PAXSON acknowledges that he has been represented by counsel in this matter, he has reviewed this Order with his attorney and understands all terms it contains.

5. PAXSON neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order. PAXSON agrees that he shall not challenge their validity in any present or future administrative proceeding before the Commission or any other state agency concerning the denial or issuance of any license or registration required by the State to engage in the practice of any business or profession.

6. By consenting to the entry of this Order, PAXSON agrees not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or to create the impression that this Order is without

1 factual basis. PAXSON will undertake steps necessary to assure that all of his agents and  
2 employees understand and comply with this agreement.

3 7. While this Order settles this administrative matter between PAXSON and the  
4 Commission, PAXSON understands that this Order does not preclude the Commission from  
5 instituting other administrative proceedings based on violations that are not addressed by this  
6 Order.

7 8. PAXSON understands that this Order does not preclude the Commission from referring  
8 this matter to any governmental agency for administrative, civil, or criminal proceedings that may  
9 be related to the matters addressed by this Order.

10 9. PAXSON understands that this Order does not preclude any other agency or officer of  
11 the state of Arizona or its subdivisions from instituting administrative, civil or criminal  
12 proceedings that may be related to matters addressed by this Order.

13 10. PAXSON agrees that he will not apply to the state of Arizona for registration as a  
14 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
15 representative until such time as all penalties under this Order are paid in full.

16 11. PAXSON agrees that until all penalties are paid in full, he will notify the Director of  
17 the Securities Division within 30 days of any change in home address or any change his ability to  
18 pay amounts due under this Order.

19 12. PAXSON understands that default shall render him liable to the Commission for its  
20 costs of collection and interest at the greater of the maximum legal rate or ten percent (10%).

21 13. PAXSON agrees that he will continue to cooperate with the Securities Division  
22 including, but not limited to, providing complete and accurate testimony at any hearing in this  
23 matter and cooperating with the state of Arizona in any related investigation or any other matters  
24 arising from the activities described in this Order.

Decision No. 67221



**CONSENT TO ENTRY OF ORDER**

1. CHRIS CORBETT ("CORBETT") admits the jurisdiction of the Commission over the subject matter of this proceeding. CORBETT acknowledges that he has been fully advised of his right to a hearing to present evidence and call witnesses and CORBETT knowingly and voluntarily waives any and all rights to a hearing before the Commission and all other rights otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. CORBETT acknowledges that this Order to Cease and Desist, Order for Administrative Penalties and Consent to Same ("Order") constitutes a valid final order of the Commission.

2. CORBETT knowingly and voluntarily waives any right he may have under Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief resulting from the entry of this Order.

3. CORBETT acknowledges and agrees that this Order is entered into freely and voluntarily and that no promise was made or coercion used to induce such entry.

4. CORBETT acknowledges that he has been represented by counsel in this matter, he has reviewed this Order with his attorney and understands all terms it contains.

5. CORBETT neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order. CORBETT agrees that he shall not challenge their validity in any present or future administrative proceeding before the Commission or any other state agency concerning the denial or issuance of any license or registration required by the State to engage in the practice of any business or profession.

6. By consenting to the entry of this Order, CORBETT agrees not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or to create the impression that this Order is without

1 factual basis. CORBETT will undertake steps necessary to assure that all of his agents and  
2 employees understand and comply with this agreement.

3 7. While this Order settles this administrative matter between CORBETT and the  
4 Commission, CORBETT understands that this Order does not preclude the Commission from  
5 instituting other administrative proceedings based on violations that are not addressed by this  
6 Order.

7 8. CORBETT understands that this Order does not preclude the Commission from  
8 referring this matter to any governmental agency for administrative, civil, or criminal proceedings  
9 that may be related to the matters addressed by this Order.

10 9. CORBETT understands that this Order does not preclude any other agency or officer of  
11 the state of Arizona or its subdivisions from instituting administrative, civil or criminal  
12 proceedings that may be related to matters addressed by this Order.

13 10. CORBETT agrees that he will not apply to the state of Arizona for registration as a  
14 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
15 representative until such time as all penalties under this Order are paid in full.

16 11. CORBETT agrees that until all penalties are paid in full, he will notify the Director of  
17 the Securities Division within 30 days of any change in home address or any change his ability to  
18 pay amounts due under this Order.

19 12. CORBETT understands that default shall render him liable to the Commission for its  
20 costs of collection and interest at the greater of the maximum legal rate or ten percent (10%).

21 13. CORBETT agrees that he will continue to cooperate with the Securities Division  
22 including, but not limited to, providing complete and accurate testimony at any hearing in this  
23 matter and cooperating with the state of Arizona in any related investigation or any other matters  
24 arising from the activities described in this Order.

/s/ Chris Corbett  
CHRIS CORBETT

/s/ Alexandra Alavi  
NOTARY PUBLIC

June 9, 2005

**CONSENT TO ENTRY OF ORDER**

1  
2  
3  
4 1. GRAHAM INCH ("INCH") admits the jurisdiction of the Commission over the subject  
5 matter of this proceeding. INCH acknowledges that he has been fully advised of his right to a  
6 hearing to present evidence and call witnesses and INCH knowingly and voluntarily waives any  
7 and all rights to a hearing before the Commission and all other rights otherwise available under  
8 Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. INCH  
9 acknowledges that this Order to Cease and Desist, Order for Administrative Penalties and Consent  
10 to Same ("Order") constitutes a valid final order of the Commission.

11 2. INCH knowingly and voluntarily waives any right he may have under Article 12 of the  
12 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief  
13 resulting from the entry of this Order.

14 3. INCH acknowledges and agrees that this Order is entered into freely and voluntarily  
15 and that no promise was made or coercion used to induce such entry.

16 4. INCH acknowledges that he has been represented by counsel in this matter, he has  
17 reviewed this Order with his attorney and understands all terms it contains.

18 5. INCH neither admits nor denies the Findings of Fact and Conclusions of Law contained  
19 in this Order. INCH agrees that he shall not challenge their validity in any present or future  
20 administrative proceeding before the Commission or any other state agency concerning the denial  
21 or issuance of any license or registration required by the State to engage in the practice of any  
22 business or profession.

23 6. By consenting to the entry of this Order, INCH agrees not to take any action or to  
24 make, or permit to be made, any public statement denying, directly or indirectly, any Finding of  
25 Fact or Conclusion of Law in this Order or to create the impression that this Order is without  
26

1 factual basis. INCH will undertake steps necessary to assure that all of his agents and employees  
2 understand and comply with this agreement.

3 7. While this Order settles this administrative matter between INCH and the Commission,  
4 INCH understands that this Order does not preclude the Commission from instituting other  
5 administrative proceedings based on violations that are not addressed by this Order.

6 8. INCH understands that this Order does not preclude the Commission from referring this  
7 matter to any governmental agency for administrative, civil, or criminal proceedings that may be  
8 related to the matters addressed by this Order.

9 9. INCH understands that this Order does not preclude any other agency or officer of the  
10 state of Arizona or its subdivisions from instituting administrative, civil or criminal proceedings  
11 that may be related to matters addressed by this Order.

12 10. INCH agrees that he will not apply to the state of Arizona for registration as a securities  
13 dealer or salesman or for licensure as an investment adviser or investment adviser representative  
14 until such time as all penalties under this Order are paid in full.

15 11. INCH agrees that until all penalties are paid in full, he will notify the Director of the  
16 Securities Division within 30 days of any change in home address or any change his ability to pay  
17 amounts due under this Order.

18 12. INCH understands that default shall render him liable to the Commission for its costs of  
19 collection and interest at the greater of the maximum legal rate or ten percent (10%).

20 13. INCH agrees that he will continue to cooperate with the Securities Division including,  
21 but not limited to, providing complete and accurate testimony at any hearing in this matter and  
22 cooperating with the state of Arizona in any related investigation or any other matters arising from  
23 the activities described in this Order.

24 ...

25 ...

26

14. INCH consents to the entry of this Order and agrees to be fully bound by its terms and conditions. If INCH breaches any provision of this Order, the Commission may vacate this Order and restore this case to its active docket

Graham Inch  
GRAHAM INCH

SUBSCRIBED AND SWORN TO BEFORE me this 2nd day of August, 2004.

/s/ Stephanie J. Wiest  
NOTARY PUBLIC

My Commission Expires:

April 17, 2005